



**Joseph Transportation Services, Inc.**

*a subsidiary of Joseph Transportation*

4 October 2000

Ms. Taledia Stokes  
Recordations Unit  
Surface Transportation Board  
1925 K Street, N.W.  
Washington, DC 20423-0001

RECORDATION NO. 23116-B FILED

OCT 11 '00 3-03 PM  
TS  
SURFACE TRANSPORTATION BOARD

Dear Ms. Stokes:

Please find enclosed, one (1) original and one (1) copy of the Memorandum of Assignment and Assumption Agreement dated as of August 28, 2000, between the following parties:

Assignee: Wells Fargo Equipment Finance, Inc.  
Investors Building, Suite 300  
733 Marquette Avenue  
Minneapolis, MN 55479-2048

Assignor: Joseph Transportation Services, Inc.  
(formerly DJJ Transportation Services, Inc.)  
300 Pike Street  
Cincinnati, OH 45202

Please see Schedule I attached hereto for the equipment, (30) railcars, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Assignment and Assumption Agreement dated August 28, 2000 related to thirty (30) railcars bearing reporting marks SMIX 9500-9529, inclusive.

Please file this as a secondary document under the Recordation Number 23116-B, as it relates to documents previously filed with the Surface Transportation Board under Recordation Numbers 23116-23116-A.

The filing fee for this document in the amount of \$26.00, is included in the enclosed check in the amount of \$52.00, check # 12884. Please return the original to my attention.

Should you have any questions or need further information, please do not hesitate to contact me at (513) 929-4500, ext. 137.

Sincerely,

Joseph Transportation Services, Inc.  
(formerly DJJ Transportation Services, Inc.)

Barb Brzezicki  
Documentation Coordinator

Enclosures

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Corporate Offices: 300 Pike Street, Cincinnati, OH 45202-4222  
Mail Address: P.O. Box 1077, Cincinnati OH 45201-1077  
513-929-4500 FAX 513-345-4375

OCT 11 '00

3-03 PM

**MEMORANDUM OF  
ASSIGNMENT AND ASSUMPTION AGREEMENT**

SURFACE TRANSPORTATION BOARD

This Memorandum of Assignment and Assumption Agreement ("Memorandum of Assignment Agreement") made and entered into as of August 28, 2000, by and between **JOSEPH TRANSPORTATION SERVICES, INC.**, a Delaware Corporation ("Assignor") and **WELLS FARGO EQUIPMENT FINANCE, INC.**, a Minnesota corporation ("Assignee").

**WITNESSETH:**

1. Assignor has agreed to assign to Assignee that certain lease agreement dated June 9, 2000 between Assignor, as Lessor, and STRUCTURAL METALS, INC., D/B/A SMI-TEXAS. for thirty (30) railcars bearing the railroad reporting markings set forth on Schedule I.

2. This Memorandum of Assignment Agreement shall be effective as of the date first set forth below and shall be subject to the Lease Term, as defined in the Lease.

**IN WITNESS WHEREOF**, the parties hereto have caused this Memorandum of Assignment Agreement to be executed and delivered by their duly authorized representatives as of the date set forth above, and shall be effective as of August 31, 2000.

**JOSEPH TRANSPORTATION SERVICES, INC.**

By: Paul E. Loebig

Name: Paul E. Loebig

Title: Vice President

**WELLS FARGO EQUIPMENT FINANCE, INC.**

By: Therese L. Barragan

Name: Therese L. Barragan

Title: Contract Analyst

STATE OF OHIO                    )  
  ) SS:  
COUNTY OF HAMILTON)

On this 28th day of August, 2000 before me the subscriber,  
Julie M. Woodard, a Notary Public, duly commissioned, qualified and  
acting, within and for said County and State, appeared in person the within  
named Paul E. Loebig, to me personally known, who stated and acknowledged  
that he is the Vice President of JOSEPH TRANSPORTATION SERVICES, INC.,  
a Delaware corporation, and duly authorized by authority of the Board of  
Directors or By-laws of said corporation in his capacity as such officer to execute  
and acknowledge this document for and in the name and on behalf of said  
corporation and further stated and acknowledged that he has so signed,  
executed and delivered this document as the free and voluntary act and deed of  
said corporation, for the consideration, uses and purposes therein mentioned  
and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal  
this 28 day of August, 2000.

Julie M. Woodard  
(Notary Signature)

My commission expires:

Sept. 24, 2002



JULIE M. WOODARD  
Notary Public, State of Ohio  
My Commission Expires Sept. 24, 2002

STATE OF MINNESOTA                    )  
  ) SS:  
COUNTY OF                                )

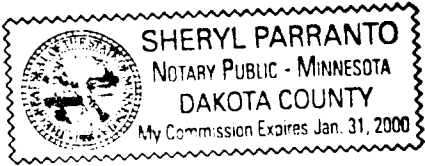
On this 28 day of August, 2000, before me the subscriber,  
Sheryl L. Parranto, a Notary Public, duly commissioned, qualified  
and acting, within and for said County and State, appeared in person the within  
named <sup>Jaqueline</sup>~~E. Barragan~~ to me personally known, who stated and acknowledged  
that he/she is the Contract Analyst of Wells Fargo Equipment Finance, Inc., a  
Minnesota corporation, and duly authorized by authority of the Board of Directors  
or By-laws of said corporation in his/her capacity as such officer to execute and  
acknowledge this document for and in the name and on behalf of said  
corporation and further stated and acknowledged that he/she has so signed,  
executed and delivered this document as the free and voluntary act and deed of  
said corporation, for the consideration, uses and purposes therein mentioned  
and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal  
this \_\_\_ day of August, 2000.

Sheryl L. Parranto  
(Notary Signature)

My commission expires:

1-31-00



**SCHEDULE I**  
**TO**  
**MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT**

CARS: Thirty (30), railcars bearing reporting marks as follows:

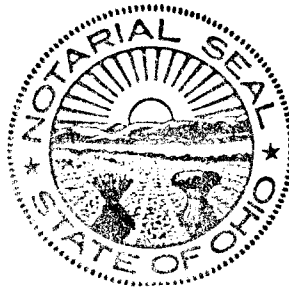
SMIX 9500-9529, INCLUSIVE

**LEASE:** Dated June 9, 2000 between JOSEPH TRANSPORTATION SERVICES, INC. and STRUCTURAL METALS, INC., D/B/A SMI-TEXAS.

**CERTIFICATE**

The undersigned, Julie M Woodard notary public in and for the County of Hamilton, State of Ohio, hereby certifies that the copy of the document attached hereto has been compared with the original and that the undersigned has found the copy to be complete and identical in all respects to the original document.

Julie M Woodard  
Notary Public



JULIE M. WOODARD  
Notary Public, State of Ohio  
My Commission Expires Sept. 24, 2002